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Oggetto : 2026 Shareholders' Meeting and subsequent Board of Directors Meeting of Geox S.p.A.

*Testo del comunicato*

Vedi allegato



## PRESS RELEASE

### SHAREHOLDERS' MEETING AND SUBSEQUENT BOARD OF DIRECTORS MEETING OF GEOX S.P.A. 2026

- **APPROVAL OF THE 2025 GEOX S.P.A. STATUTORY FINANCIAL STATEMENTS**
- **APPROVAL OF THE REMUNERATION POLICY AND COMPENSATION PAID REPORT, PURSUANT TO ARTICLE 123-TER OF ITALIAN LEGISLATIVE DECREE 58/98**
- **APPOINTMENT OF A DIRECTOR, PURSUANT TO ARTICLE 2386 OF THE ITALIAN CIVIL CODE**
- **AMENDMENT OF THE TOTAL ANNUAL REMUNERATION PAYABLE TO THE DIRECTORS**
- **APPROVAL OF THE AUTHORIZATION TO BUY BACK AND HOLD TREASURY SHARES IN ACCORDANCE WITH ARTICLES 2357 AND 2357-TER OF THE ITALIAN CIVIL CODE**

**Biadene di Montebelluna, April 22<sup>nd</sup> 2026** – The ordinary Shareholders' Meeting of Geox S.p.A., leading brand in classic and casual footwear, listed on the Euronext Milan (GEO.MI) market managed by Borsa Italiana was held today.

Please find below the resolutions passed by today's Shareholders' Meeting.

#### **FINANCIAL STATEMENTS OF GEOX GROUP AND THE PARENT COMPANY GEOX S.P.A.**

The Shareholders' Meeting reviewed the consolidated financial statements, including the company's sustainability reporting, and approved the statutory financial statements of the parent company Geox S.p.A., as per the draft approved by the Board of Directors on March 11<sup>th</sup> 2026 and already disclosed to the market in the press release issued on the same date. The Shareholders' Meeting passed a resolution to carry forward the loss for the 2025 fiscal year.

#### **REPORT ON THE REMUNERATION POLICY AND COMPENSATION PAID**

The Shareholders' Meeting approved the Report on the remuneration policy and compensation paid pursuant to Article 123-ter, paragraph 6, of Legislative Decree 58/98 as amended (hereinafter, "TUF").

#### **APPOINTMENT OF A DIRECTOR PURSUANT TO ARTICLE 2386 OF THE ITALIAN CIVIL CODE**

In relation to the appointment of a member of the Board of Directors pursuant to art. 2386 of the Italian civil code, the Shareholders' Meeting confirmed the appointment of Dr. Francesco Di Giovanni as a new director, after he was co-opted on July 23<sup>rd</sup> 2025. He shall hold office until the term of the current Board of Directors expires, i.e. until approval of the financial statements for the year ending December 31<sup>st</sup>, 2027.



## **AMENDMENT OF THE TOTAL ANNUAL REMUNERATION PAYABLE TO THE DIRECTORS**

The Shareholders' Meeting approved the proposal of the Board of Directors to amend the total annual remuneration payable to the directors (including those holding special offices), as described in the related Explanatory Report.

## **AUTHORIZATION TO BUY BACK AND HOLD TREASURY SHARES IN ACCORDANCE WITH ARTICLES 2357 AND 2357-TER OF THE ITALIAN CIVIL CODE**

The Shareholders' Meeting resolved to authorize the administrative body, subject to revocation of the previous authorization granted by Shareholders' Meeting on April 17<sup>th</sup> 2025 for any unused portion, to purchase and dispose of treasury shares for the limited purpose of making shares available for share option plans approved by the Shareholders' Meeting, both for the benefit of employees and for free share allocation plans (Stock Grant Plans) in line with the company's development strategy. Shareholders' Meeting in favor of employees, and to service existing and any future free share allocation plans (Stock Grant Plans) in line with the company's development strategy. The authorization requested provides that the purchase of treasury shares may not exceed 10% of the share capital and that the authorization itself shall be valid for a period of 18 months from the date of the relevant Shareholders' meeting resolution (therefore expiring on October 22<sup>nd</sup> 2027).

The purchase may be made at a unit price that does not differ, either upwards or downwards, by more than 10% from the closing price recorded on the working day preceding the date of purchase. The maximum daily purchase volumes may not exceed 25% of the average volume of the 20 trading days preceding the date of the purchase transaction.

The purchase of treasury shares may be carried out on regulated markets, in accordance with the procedures laid down by the relevant legislation (in particular pursuant to Article 144-bis, paragraph 1, letter b) of the Issuers' Regulations and the provisions applicable in any case, in such a way as to ensure equal treatment of shareholders as required by Article 132 of the Consolidated Law on Finance and in compliance with applicable regulations and market practices permitted by Consob pursuant to Article 13 of Regulation (EU) No. 596/2014), in accordance with the operating procedures established in the regulations governing the organization and management of the markets themselves, so as to ensure equal treatment of shareholders.

It should be noted that, as of today's date, the Company holds 734,041 treasury shares, equal to 0.20% of the share capital.

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The minutes of the Shareholders' Meeting will be made available to the public at the Company's registered office and on the authorized storage system eMarket Storage, at the address [www.emarketstorage.it](http://www.emarketstorage.it), within thirty days from the date of the Shareholders' Meeting. The minutes will also be made available on the website [www.geox.biz](http://www.geox.biz), in the Governance section under "Shareholders' Meeting 2026". The summary report regarding the votes cast by shareholders will also be made available on the same website, in accordance with applicable legal provisions.

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## **RESOLUTIONS OF THE BOARD OF DIRECTORS HELD AT THE CLOSE OF THE SHAREHOLDERS' MEETING**

### **CONFIRMATION OF THE APPOINTMENT OF THE CHIEF EXECUTIVE OFFICER**

The Board of Directors of Geox S.p.A. resolved to confirm the appointment of Dr. Francesco Di Giovanni as CEO, and verified that he meets all legal requirements in terms of integrity and professionalism.

It should be recalled that the curriculum vitae of Dr Francesco Di Giovanni is available at the registered office and on the website [www.geox.biz](http://www.geox.biz).

The Company specifies that, to the best of its knowledge, as of today, Mr Di Giovanni does not hold any share capital in Geox S.p.A.

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# GEOX

R E S P I R A

## **FOR MORE INFORMATION**

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## **GEOX GROUP**

Geox Group operates in the classic and casual footwear sector for men, women and children, with a medium/high price level, and in the apparel sector. The success of Geox is due to the constant focus on the application of innovative solutions and technologies on the product that guarantee both impermeability and breathability, and bases its strategies for future growth on continuous technological innovation.

